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Robert G. Kidwell

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May 26, 2005

BY HAND DELIVERY

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
445 12th St., S.W.
Washington, DC 20554

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
c/o Natek, Inc.
236 Massachusetts Ave., NE
Suite 110
Washington, DC 20002

RECEIVED

MAY 26 2005

Federal Communications Commission
Office of Secretary

**Re: Second Protective Order Acknowledgements of Confidentiality in WC
Docket No. 05-75 – In the Matter of Verizon Communications Inc. and MCI,
Inc. Applications for Approval of Transfer of Control**

Dear Mr. Remondino and Secretary Dortch:

Pursuant to the May 25, 2005 *Order Adopting Second Protective Order* (DA 05-1538) issued in the above-captioned docket, enclosed please find signed Acknowledgements of Confidentiality for Bruce D. Sokler and Robert G. Kidwell of Mintz Levin. Pursuant to paragraph seven of the Second Protective Order, copies of this letter have been served upon counsel for Verizon Communications, Inc. and MCI, Inc., thus beginning the five day waiting period for access to confidential materials provided by a Submitting Party.

No. of Copies rec'd
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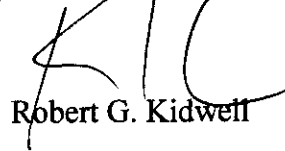
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

May 26, 2005

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Please feel free to contact me if you have any questions regarding this submission.

Sincerely,

A handwritten signature in black ink, appearing to be 'R. Kidwell', written over the printed name.

Robert G. Kidwell

Enclosures

cc: Nancy Victory
Gil Strobel

May 26, 2005

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CERTIFICATE OF SERVICE

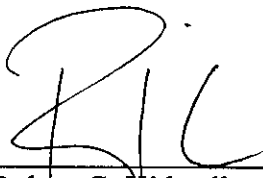
I, Robert G. Kidwell, do hereby certify that, on May 26, 2005, a copy of the foregoing Letter and attached Acknowledgements of Confidentiality were served by hand upon the Secretary, Mr. Remondino, and counsel for Applicants as follows:

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
(By Hand and Via ECFS)

Gary Remondino
Competition Policy Division
Wireline Competition Bureau
Gary.Remondino@fcc.gov

Gil M. Strobel
Lawler, Metzger, Milkman & Keeney, LLC
2001 K St. NW, Suite 802
Washington, DC 20006
Counsel for MCI, Inc.

Nancy J. Victory
Wiley, Rein & Fielding LLP
1776 K St. NW
Washington, DC 20006
Counsel for Verizon Communications, Inc.



Robert G. Kidwell

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-75

I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Second Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Second Protective Order is due solely to my capacity as Outside Counsel of Record or consultant to a party or other person described in paragraph 4 of the foregoing Second Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Protective Order; and (2) Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of paragraph 9 of the Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Highly Confidential Documents or Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Order or Protective Order.

Executed at D.C. this 26th day of May, 2005, .



[Name] Bruce D. Sokler

[Position] Partner

[Address] Mintz Levin Cohn Ferris Glovsky

[Telephone] and Popeo, P.C.

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(202) 434-7300

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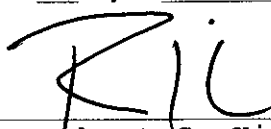
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Executed at D.C. this 26th day of May, 2005, .


[Name] Robert G. Kidwell
[Position] Associate
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